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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:31 PM 12/19/2003  
FILED 03:30 PM 12/19/2003  
SRV 030823058 - 3742810 FILE

**CERTIFICATE OF DOMESTICATION OF  
NON-UNITED STATES CORPORATION**

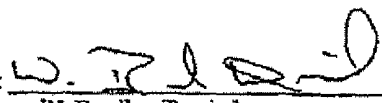
**CERTIFICATE OF DOMESTICATION OF  
N.D. MANAGEMENT, INC.**

N.D. Management, Inc. (the "Company"), a corporation organized and existing under the laws of the country of Cayman Islands, does hereby certify as follows:

1. The Company was first formed or incorporated on the 25th day of July, 1995 under the jurisdiction of the Cayman Islands;
2. The name of the Company immediately prior to the filing of this Certificate of Domestication was N.D. Management, Inc.;
3. The name of the Company under which it is filing a Certificate of Incorporation is N.D. Management, Inc.;
4. The jurisdiction of the Company immediately prior to the filing of this Certificate of Domestication was the Cayman Islands.
5. A Certificate of Incorporation of N.D. Management, Inc. is being filed contemporaneously with this Certificate of Domestication.

IN WITNESS WHEREOF, the Company has caused this Certificate of Domestication to be signed by W. Bradley Daniels, director of the Company, who is authorized to sign this Certificate of Domestication on behalf of the Company, this 19th day of December, 2003.

N.D. MANAGEMENT, INC.

By:   
Name: W. Bradley Daniels  
Title: Director

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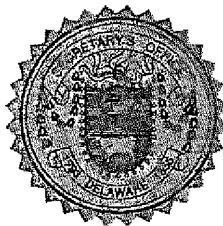
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "N.D. MANAGEMENT, INC." FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2003, AT 3:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3742810 8100D

AUTHENTICATION: 2833831

030823058

DATE: 12-23-03

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Secretary of State  
Division of Corporations  
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**CERTIFICATE OF INCORPORATION**

**OF**

**N.D. MANAGEMENT, INC.**

**FIRST:** The name of the corporation is N.D. Management, Inc.

**SECOND:** The address of the corporation's registered office in the State of Delaware is 1201 North Market Street, Post Office Box 1347, in the City of Wilmington, County of New Castle. The name of the corporation's registered agent at such address is Delaware Corporation Organizers, Inc.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**FOURTH:** The total number of shares of capital stock which the Corporation has authority to issue is fifty thousand (50,000), consisting of twenty-five thousand (25,000) shares of common stock, par value \$1.00 per share, and twenty-five thousand (25,000) shares of preferred stock, \$1.00 par value per share. The board of directors may determine, in whole or in part, the preferences, limitations, and relative rights of any class of shares before the issuance of any shares of that class or of one or more series within a class before the issuance of any shares within that series.

**FIFTH:** The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the by-laws of the corporation.

**SIXTH:** The corporation shall have the power to redeem or purchase any or all shares of any class of shares or of one or more series within a class of shares. Any such redemption or purchase by the corporation shall be at fair value.

**SEVENTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to make, amend and repeal the by-laws.

**EIGHTH:** A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

**NINTH:** The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner from time to time prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

**TENTH:** The name and mailing address of the incorporator is as follows:

Delaware Corporation Organizers, Inc.  
P.O. Box 1347  
Wilmington, Delaware 19899.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, and, accordingly, have hereto set my hand this 19<sup>th</sup> day of December, 2003.

DELAWARE CORPORATION ORGANIZERS, INC.

By: Cynthia M. Caskey  
Cynthia M. Caskey, Vice President

2430070.2

**CONSENT OF INCORPORATOR**

**OF**

**N.D. MANAGEMENT, INC.**

The undersigned, being the sole incorporator of N.D. Management, Inc., a Delaware corporation, hereby adopts the following resolutions pursuant to Section 108(c) of the Delaware General Corporation Law:

**RESOLVED** that the by-laws attached hereto shall be the by-laws of the corporation.

**RESOLVED** that each of the following persons is hereby elected to serve as a director of the corporation until the first annual meeting of stockholders or until his or her successor is elected and qualified and that they shall constitute the initial Board of Directors of the corporation:

W. Bradley Daniel  
Jeffrey L. Rush, M.D.

DELAWARE CORPORATION ORGANIZERS, INC.

By: Cynthia M. Caskey  
Cynthia M. Caskey, Vice President

December 19, 2003

2430075.1